

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(GREENBELT DIVISION)

ENTERED

DEC 20 2001

In re:

STARTEC GLOBAL COMMUNICATIONS  
CORPORATION, et al.,

Debtors.

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Chapter 11

Case No. 01-25013 (DK)

(Pending Joint Administration)

CLERK'S OFFICE  
U.S. BANKRUPTCY COURT  
DISTRICT OF MARYLAND  
GREENBELT

**ORDER (A) PROHIBITING UTILITIES FROM  
ALTERING, REFUSING OR DISCONTINUING SERVICES  
ON ACCOUNT OF PREPETITION CLAIMS AND  
(B) ESTABLISHING PROCEDURES FOR DETERMINING  
REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE**

Upon the Motion<sup>1/</sup> of Startec Global Communications Corporation, and the affiliated debtors and debtors-in-possession<sup>2/</sup> (collectively, the "Debtors"), for entry of an order (a) prohibiting the Debtors' utility service providers (each, a "Utility Company" and collectively, the "Utility Companies") from altering, refusing, or discontinuing services on account of outstanding prepetition claims, and (b) establishing procedures for determining requests by the Utility Companies for additional adequate assurance of payment for postpetition services; and upon the Declaration of Prabhav V. Maniyar in Support of First-Day Motions; it appearing that the Court has jurisdiction over this matter and the relief requested in the Motion pursuant to 28 U.S.C. §

<sup>1/</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion for Order (a) Prohibiting Utilities from Altering, Refusing or Discontinuing Services on Account of Prepetition Claims and (b) Establishing Procedures for Determining Requests for Additional Adequate Assurance, dated December 17, 2001.

<sup>2/</sup> The affiliated debtors and debtors in possession in these chapter 11 cases are: Startec Global Operating Company and Startec Global Licensing Company.

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157, 1334; it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); due and sufficient notice of the motion having been given under the circumstances; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, and all parties in interest; therefore, upon the Motion and all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore; it is hereby

1. ORDERED that the Motion is GRANTED; and it is further

2. ORDERED that the Debtors be, and they hereby are, authorized to pay on a timely basis all undisputed invoices for utility services, including, but not limited to, gas, water, heat, electric, telephone, telecommunications (including use of telecommunications lines owned by third parties; switching, routing, connection and termination services; and software and technology applications) and other related services (collectively, "Utility Services"), provided by any Utility Company to the Debtors after the Petition Date and prior to the termination or relinquishment of a particular service provided by a Utility Company; and it is further

3. ORDERED that, absent any further order of the Court, no Utility Company, including without limitation those listed on Exhibit A, that is served with a copy of the Motion and a signed copy of this order (the "Order") shall (a) alter, refuse, or discontinue service to, or discriminate against, the Debtors solely on the basis of the commencement of these cases or on account of any unpaid amount for utility service provided prior to the Petition Date, in accordance with Section 366(a) of the Bankruptcy Code, or (b) except for the Prepayment/Deposit Assurance, require the payment of a deposit or other security in connection with the Utility Company's continued provision of Utility Services, as provided in Section 366(b) of the Bankruptcy Code; and it is further

4. ORDERED that, under Section 503(b)(1)(A) of the Bankruptcy Code, any unpaid post-Petition Date charges for Utility Services rendered after the Petition Date and prior to the termination or relinquishment of a particular service provided by a Utility Company constitute actual and necessary expenses of preserving the Debtors' estates, entitling the Utility Companies to an administrative expense priority under Sections 503(b)(1)(A) and 507(a)(1) of the Bankruptcy Code; and it is further

5. ORDERED that the Debtors are hereby authorized to make all payments and take all actions necessary to provide the Prepayment/Deposit Assurance as defined in the Motion; and it is further

6. ORDERED that, except as otherwise may be provided by further Order of the Court, in light of (i) the Debtors' commitment to provide the Prepayment/Deposit Assurance; (ii) the setoff rights the Utility Companies may have with respect to postpetition amounts they owe Debtors; (iii) the liquid funds Debtors will receive from operating revenues and, subject to court approval, debtor-in-possession financing; and (iv) the administrative expense priority accorded to the Utility Companies for services rendered to the Debtors after the Petition Date (under Sections 503(b)(1)(A) and 507(a)(1) of the Bankruptcy Code and to the extent specified in paragraph 4 of this Order), the Utility Companies have adequate assurance of payment under Section 366(b) of the Bankruptcy Code for services rendered to the Debtors; and it is further

7. ORDERED that, the Debtors shall serve a copy of the Motion and a signed copy of this Order upon each of the Utility Companies listed on the annexed Exhibit A, at the addresses listed thereon, by first class mail, postage prepaid, within five (5) business days of the entry of this Order; and it is further

8. ORDERED that, any Utility Company not listed on the annexed Exhibit A, but subsequently identified by the Debtors, shall be served with a copy of the Motion and a signed copy of this Order, by first class mail, postage prepaid; and it is further

9. ORDERED that, substantially contemporaneously with the service of the Motion and this Order described in the preceding paragraph, the Debtors shall file with the Court a *supplement to Exhibit A to the Order adding the names of any Utility Company so served*; and it is further

10. ORDERED that, notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall constitute, nor is it intended to constitute, an assumption or rejection of any agreement between the Debtors and a Utility Company which may be an executory contract or unexpired lease under Section 365 of the Bankruptcy Code; and it is further

11. ORDERED that, if an agreement between the Debtors and a Utility Company is subject to Section 365 of the Bankruptcy Code as an executory contract or unexpired lease, then the Utility Company shall not terminate or refuse to perform its obligations under that agreement pending the Debtors' decision to assume or reject the agreement; and it is further

12. ORDERED that, notwithstanding Fed. R. Bankr. P. 6004(g), this Order shall be effective and enforceable immediately upon entry; and it is further

13. ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Greenbelt, Maryland

Dated: 12/20, 2001



UNITED STATES BANKRUPTCY JUDGE

DUNCAN W. FISH  
Judge

Copies to: Philip D. Anker  
Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, D.C. 20037-1420

Peter S. Partee  
Hunton & Williams  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, VA 23219-4074

Paul S. Silverstein  
Andrews & Kurth  
805 Third Avenue  
New York, NY 10022

Daniel M. Litt  
Dickstein, Shapiro, Morin & Oshinsky, LLP  
2101 L Street, N.W.  
Washington, D.C. 20037-1526

Patricia Welling  
First Union Bank  
800 Main Street  
Richmond, VA 23219

Julie Mack  
Office of U.S. Trustee  
6305 Ivy Lane, Suite 600  
Greenbelt, MD 20770

## EXHIBIT A

Allegiance Telecom, Inc. - California	AT&T - Southwestern New York P.O. BOX 402257 Atlanta, GA 30384-2257
Allegiance Telecom, Inc. - Colorado	
Allegiance Telecom, Inc. - Washington, DC	AT&T - Southwestern Texas P.O. BOX 402257 Atlanta, GA 30384-2257
Allegiance Telecom, Inc. - Florida	
Allegiance Telecom, Inc. - Georgia	Bell Canada 100 Wynford Drive, 2B North York M3C 1K4 Ontario, CANADA FL 6B
Allegiance Telecom, Inc. - Illinois	
Allegiance Telecom, Inc. - Massachusetts	
Allegiance Telecom, Inc. - Maryland	Bellsouth Corp. P.O. BOX 740144 Atlanta, GA 30374-0144
Allegiance Telecom, Inc. - Michigan	
Allegiance Telecom, Inc. - Minnesota	Broadwing Communications P.O. BOX 79159 Phoenix, AZ 85062-9159
Allegiance Telecom, Inc. - New Jersey	
Allegiance Telecom, Inc. - New York	Cincinnati Bell Telephone Company P.O. BOX 145553 Cincinnati, OH 45250-5553
Allegiance Telecom, Inc. - Ohio	
Allegiance Telecom, Inc. - Pennsylvania	Comcast Telecom of Michigan Attn: A. Spillson - Telephony Finance 14909 Beck Road Plymouth, MI 48170
Allegiance Telecom, Inc. - Texas	
Allegiance Telecom, Inc. - Virginia	Florida Power and Light Company General Mail Facility Miami, FL 33188-0001
Allegiance Telecom, Inc. - Washington	
ALL ALLEGIANCE ADDRESSES SAME:	
P.O. BOX 847032	
Dallas, TX 75284-7032	
Ameritech Corp.	
P.O. BOX 1838	
Saginaw, MI 48605-1838	
AT&T Broadband	
P.O. BOX 24622	
Denver, CO 80224	
	Global Crossing Ltd. 20 Oak Hollow, Suite 300 Southfield, MI 48034-7406
	Level 3 Communications Dept. 182 Denver, CO 80291-0182

Level 3 Communications  
Attn: Remittance Processing  
MS 86701740 Broadway, Dept. 182  
Denver, CO 80274

Level 3 Communications UK  
66 Prescott Street  
London E18H6GB  
ENGLAND

MCI Worldcom, Inc.  
P.O. BOX 600670  
Jacksonville, FL 32260-0670

MCI Worldcom, Inc.  
P.O. BOX 905236  
Charlotte, NC 28290-5236

McLeodUSA, Inc.  
ALL MCLEOD USA ADDRESSES SAME:  
P.O. Box 3253  
Cedar Rapids, IA 52406-3253

MediaOne  
ALL MEDIAONE ADDRESSES SAME:  
Teleco Access Billing Operations  
P.O. Box 24622  
Denver, CO 80224

MFS Telecom, Inc. - Houston

MFS Telecom, Inc. - New Jersey

MFS Telecom, Inc. - Los Angeles

MFS Telecom, Inc. - San Francisco

MSF Telecom, Inc. - WHP (?)

MFS Telecom, Inc. - Seattle

MFS Telecom, Inc. - Miami

MFS Telecom, Inc. - New York City

MFS Telecom, Inc. - Washington, DC  
ALL MFS TELECOM ADDRESSES SAME:  
P.O. Box 790351  
St. Louis, MO 63179-0351

Montgomery County Public (Works &  
Transportation)\*\*

Mpower Communications Corp.  
ALL MPOWER ADDRESSES SAME:  
Accounts Receivable Carrier Billing  
P.O. Box 36430  
Las Vegas, NV 89133-6430

Network Plus, Inc.  
ALL NETWORK PLUS ADDRESSES SAME:  
Attn: Jose Arteaga  
41 Pacella Park Drive  
Randolph, MA 02368

Nevada Telephone Company  
1700 North Main Street  
Las Vegas, NV 89104

New York Access Billing LLC-OCN  
ALL NY ACCESS ADDRESSES SAME:  
100 State Street, Suite 650  
Albany, NY 12207

Oregon Secretary of State  
Corporation Division  
P.O. Box 4353  
Portland, OR 97208-4353

Pacific Bell Telephone Company  
Sacramento, CA 95887-0001

Pacific Bell Telephone Company  
Van Nuys, CA 91388

PacTec Communications, Inc.  
One PacTec Plaza -A600  
Willowbrook Office Park  
Fairport, NY 14450-4212



Potomac Electric Power Company (PEPCO)  
P.O. Box 97274  
Washington, DC 20090-7274

Port Authority of New York  
P.O. Box 17309  
Newark, NJ 07194-0001

Qwest Communications, Inc.  
1670 Broadway, 26th Floor  
Denver, CO 80202

Qwest Communications, Inc.  
P.O. Box 3400  
Omaha, NE 68103

Qwest Communications, Inc.  
P.O. Box 2348  
Seattle, WA 98111-2348

Sage Telecom  
P.O. Box 650752  
Dallas, TX 75265-0752

Southwestern Bell Telephone Company  
P.O. Box 1550  
Houston, TX 770987-0047

Southwestern Bell Telephone Company  
P.O. Box 3025  
Houston, TX 77097-0043

Southwestern Bell Telephone Company  
P.O. Box 4845  
Houston, TX 77097-0080

Southwestern Bell Telephone Company  
P.O. Box 630047  
Dallas, TX 75263-0047

Southwestern Bell Telephone Company  
P.O. Box 930170  
Dallas, TX 75393-0170

Southwestern Bell Telephone Company  
P.O. Box 650502  
Dallas, Texas 75265-0502

Sprint  
ALL SPRING ADDRESSES SAME:  
P.O. Box 219489  
Kansas City, MO 64121-9489

Talk.com Holding  
ALL TALK.COM ADDRESSES SAME:  
6805 Route 202  
New Hope, PA 18938

Telus Business Solutions  
IX-Cabs Desk 16  
3777 Kingsway Avenue  
Burnaby, B.C. V5H 3Z7 CA

Tennessee Secretary of State  
Attn: Annual Report  
312 Eighth Avenue North  
6th Floor  
Nashville, TN 37243

The District of Columbia\*\*

Time Warner, Inc.  
P.O. Box 2017  
Mechanicsburg, PA 17055

Time Warner, Inc.  
P.O. Box 7143  
Lancaster, PA 17604-7143

United States Postal Service  
Attn: BRM Clerk  
West Bethesda BRW  
Bethesda, MD 20817-9998

United States Postal Service  
CMRS-PBP Meter #5524109  
P.O. Box 7247-0166  
Philadelphia, PA 19170-0166

United States Postal Service  
P.O. Box Fee Payment  
Kensington, MD 20891

Verizon  
P.O. Box 1100  
Albany, NY 12250-0001

Verizon  
P.O. Box 15124  
Albany, NY 12212-5124

Verizon  
Cabs Processing Unit  
P.O. Box 4430  
Albany, NY 12204-0430

Verizon  
P.O. Box 101687  
Atlanta, GA 30392-1687

Verizon  
P.O. Box 28001  
Lehigh Valley, PA 18002

Verizon  
P.O. Box 17398  
Baltimore, MD 21297-0429

Verizon  
P.O. Box 17577  
Baltimore, MD 21297-0513

Verizon  
P.O. Box 408  
Cockeysville, MD 21030

Verizon  
P.O. Box 646  
Baltimore, MD 21265-0646

Verizon  
P.O. Box 4832  
Trenton, NJ 08650-4832

Verizon  
Cabs Processing Unit  
P.O. Box 4430  
Albany, NY 12204-0430

Verizon  
c/o NYAB  
100 State Street, Suite 650  
Albany, NY 12207

Verizon  
P.O. Box 60  
Cockeysville, MD 21030-0060

Washington Gas  
P.O. Box 96502  
Washington, DC 20090-6502

Waste Management of Maryland, Inc.  
P.O. Box 820803  
Philadelphia, PA 19182-0803

Williams Communications, LLC  
21864 Network Place  
Chicago, IL 60673-1218

Z Tel Technologies, Inc. - California

Z Tel Technologies, Inc. - Illinois

Z Tel Technologies, Inc. - Massachusetts

Z Tel Technologies, Inc. - Maryland

Z Tel Technologies, Inc. - Michigan

Z Tel Technologies, Inc. - New York

Z Tel Technologies, Inc. - Pennsylvania

Z Tel Technologies, Inc. - Texas  
ALL Z TEL ADDRESSES SAME:  
Network Administration  
601 South Harbour Island  
Tampa, FL 33602

**Exhibit A Additions:**

1. Con Edison PO Box 1702 New York, NY 10116-1702
2. Frontline Communications International 150 East 58<sup>th</sup> Street New York, NY 91250
3. Wholesale Telecom Communications 2100 Ponce de Leon St. Suite 1020 Miami, FL 90480
4. City Waste Services of New York, Inc. 167-33 Porter Road, Jamaica, NY 11434
5. Direct TV, PO Box 100746, Pasadena, CA 91189
6. Comcast Cable, 20 West Gude Drive, Rockville, MD 20850-1151
7. Telecom USA, PO Box 856161, Louisville, KY 40285-6161
8. Broadview Networks, PO Box 26021, New York, NY 10087-6021
9. AT&T, PO Box 9001310, Louisville, KY 40290-1310